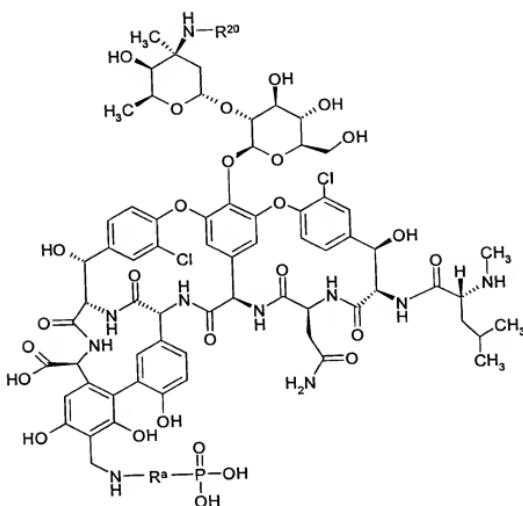


**III. AMENDMENTS TO THE CLAIMS**

Claims 1-31 (Canceled)

32. (New) A process for preparing a compound of the formula:



or a salt thereof; wherein

$R^{20}$  is  $-R^a-Y-R^b-(Z)_x$  or  $-R^f$ ;

$Y$  is selected from the group consisting of oxygen, sulfur,  $-S-S-$ ,  $-NR^c-$ ,  $-S(O)-$ ,  $-SO_2-$ ,  $-NR^cC(O)-$ ,  $-OSO_2-$ ,  $-OC(O)-$ ,  $-NR^cSO_2-$ ,  $-C(O)NR^c-$ ,  $-C(O)O-$ ,  $-SO_2NR^c-$ ,  $-SO_2O-$ ,  $-P(O)(OR^c)O-$ ,  $-P(O)(OR^c)NR^c-$ ,  $-OP(O)(OR^c)O-$ ,  $-OP(O)(OR^c)NR^c-$ ,  $-OC(O)O-$ ,  $-NR^cC(O)O-$ ,  $-NR^cC(O)NR^c-$ ,  $-OC(O)NR^c-$ ,  $-C(O)-$  and  $-NR^cSO_2NR^c-$ ;

each  $Z$  is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl,

heteroaryl and heterocyclic;

each R<sup>a</sup> is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;  
each R<sup>b</sup> is independently selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R<sup>b</sup> is not a covalent bond when Z is hydrogen;

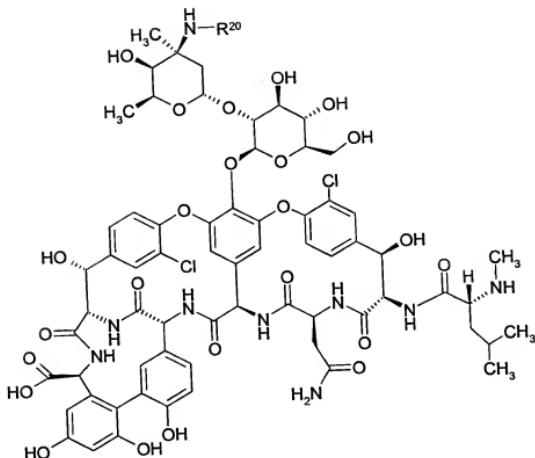
each R<sup>c</sup> is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and -C(O)R<sup>d</sup>;

each R<sup>d</sup> is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R<sup>e</sup> is selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic; and

x is 1 or 2;

the process comprising reacting a compound of the formula:



or a salt thereof, with formaldehyde and  $\text{H}_2\text{N}-\text{R}^a-\text{P}(\text{O})(\text{OH})_2$  under basic conditions.

33. (New) The process of Claim 32, wherein  $\text{R}^{20}$  is  $-\text{R}^a-\text{Y}-\text{R}^b-(\text{Z})_x$  and  $\text{R}^a$  is alkylene.

34. (New) The process of Claim 33, wherein  $\text{R}^b$  is alkylene.

35. (New) The process of Claim 34, wherein  $\text{Z}$  is hydrogen.

36. (New) The process of Claim 35, wherein  $\text{Y}$  is  $-\text{NH}-$ .

37. (New) The process of Claim 32, wherein R<sup>20</sup> is selected from the group consisting of:

- CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-(CH<sub>2</sub>)<sub>11</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>10</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>10</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>10</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>-S(O)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
- CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>6</sub>Ph;
- CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>Ph;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>Ph;
- CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;
- CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[4-(CH<sub>3</sub>)<sub>2</sub>CHCH<sub>2</sub>]-Ph;
- CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-CF<sub>3</sub>-Ph)-Ph;
- CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;
- CH<sub>2</sub>CH<sub>2</sub>-S(O)-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S(O)-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[3,4-di-Cl-PhCH<sub>2</sub>O-]-Ph;
- CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-CH<sub>2</sub>-4-[4-(4-Ph)-Ph]-Ph;
- CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;

-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-CH<sub>2</sub>-4-(Ph-C≡C-)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(4-Cl-Ph)-Ph; and  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(naphth-2-yl)-Ph.

38. (New) The process of Claim 32, wherein R<sup>20</sup> is -CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>.

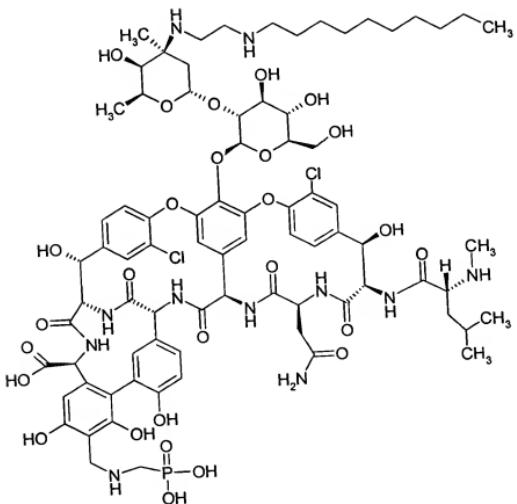
39. (New) The process of Claim 32, wherein R<sup>20</sup> is -R<sup>f</sup> and R<sup>f</sup> is alkyl.

40. (New) The process of Claim 32, wherein R<sup>20</sup> is 4-(4-chlorophenyl)benzyl or  
4-(4-chlorobenzoyloxy)benzyl.

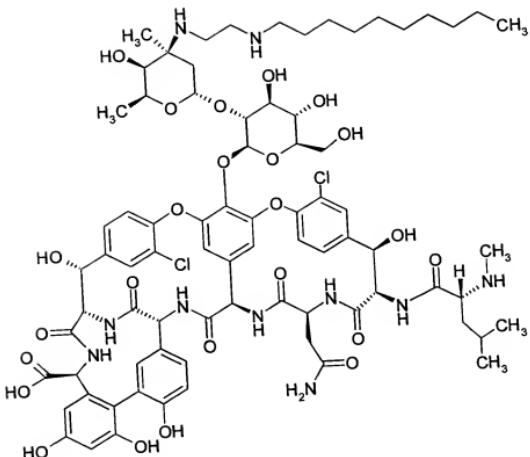
41. (New) The process of Claim 32, wherein R<sup>a</sup> in H<sub>2</sub>N-R<sup>a</sup>-P(O)(OH)<sub>2</sub> is alkylene.

42. (New) The process of Claim 32, wherein H<sub>2</sub>N-R<sup>a</sup>-P(O)(OH)<sub>2</sub> is  
H<sub>2</sub>N-CH<sub>2</sub>-P(O)(OH)<sub>2</sub>.

43. (New) A process for preparing a compound of the formula:



or a salt thereof, the process comprising reacting a compound of the formula:



or a salt thereof, with formaldehyde and  $\text{H}_2\text{N}-\text{CH}_2-\text{P}(\text{O})(\text{OH})_2$  under basic conditions.

44. The process of Claim 43, wherein the basic conditions are produced by adding diisopropylethylamine.

45. The process of Claim 43, wherein the reaction is conducted in acetonitrile and water.

46. The product prepared by the process of Claim 43.